

Remuneration Policy For Directors and Senior Management

QL Resources Berhad

1.0 Objective

1.1 QL Resources Berhad (“Company”) Remuneration Policy for Directors and Senior Management aims to attract, motivate, and retain high-calibre performing talent at the Board and Senior Management level to drive the Company’s business goals, ensure the long-term business sustainability, and align with Shareholders’ interests.

2.0 Policy Details

2.1 The overarching principles of the policy are to ensure the remuneration framework, encompassing the policies, procedures and matters relating to the remuneration for Directors and Senior Management, remains current, equitable and competitive in alignment with the prevalent market practices, the Company’s culture, the objectives and strategies of the business, and mindful of internal relativities.

2.2 No Executive Directors shall participate in any way in determining their individual remuneration.

3.0 Remuneration Components

The remuneration package consideration of each category of Executive Directors, Non-Executive Directors and Senior Management are outlined as below:

3.1 Executive Directors

3.1.1 The composition of the Executive Directors’ remuneration may consist of the following:

Basic salary, performance bonus, directors’ fee, profit sharing and et cetera.

3.1.2 The following factors are taken into consideration in determining the remuneration of the Executive Directors:

- Experience, knowledge and professional skills
- Scope of duties and responsibilities
- Market competitiveness and market benchmark
- Economic situation
- Corporate performance
- Individual performance

Remuneration Policy for Directors and Senior Management

3.1.3 The Executive Directors' profit-sharing component of remuneration are linked to the Environment, Social, and Governance (ESG) KPI targets.

3.2 Non-Executive Directors

3.2.1 The Remuneration Committee shall review the remuneration of the Non-Executive Directors and make recommendations to the Board of Directors.

3.2.2 The level of remuneration of Non-Executive Directors should reflect the experience and level of responsibilities undertaken by the particular Non-Executive Director, and should not conflict with their obligation to bring objectivity and independent judgement on matters discussed at Board meetings.

3.2.3 The composition of the Non-Executive Directors' remuneration is made up of Non-Executive Directors' fees and meeting allowance.

3.2.4 The annual Non-Executive Directors' fees and meeting allowance payable to Non-Executive Directors are subject to the shareholders' approval at the Annual General Meeting.

3.3 Senior Management

3.3.1 The remuneration of the Senior Management may consist of the following:
Basic salary, allowances, performance bonus, profit share, *employee share grant, and et cetera.

3.3.2 The remuneration will take into the consideration factors as below:

- Accountabilities of the role
- Skill and experience
- Individual performance
- Company performance
- Market competitiveness and market benchmark

3.3.3 The Senior Management's profit-sharing or performance bonus component of remuneration are linked to the Environment, Social, and Governance (ESG) KPI targets.

Note: * Participation in a share grant scheme is governed by the By-Laws relating thereto.

4.0 Governance

- 4.1 The Board approves the Remuneration Policy for Directors and Senior Management.
- 4.2 The Remuneration Committee's primary responsibility is to review and recommend a remuneration framework, encompassing the policies, procedures and matters relating to the remuneration for Directors and Senior Management of the Company, for the Board's approval.
- 4.3 This Remuneration Policy is subject to regular review by the Board and any amendment made will require the Board's approval.

5.0 Review of this Policy

This Policy is reviewed and approved by the Board of Directors of QL on 28 August 2024.